

State of Delaware



Office of Secretary of State

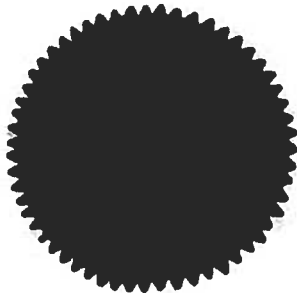
J. Eugene Bunting, Secretary of State of the State of Delaware,

do hereby certify that the above and foregoing is a true and correct copy of

Certificate of Agreement of Merger of the "COLT'S INC.", a corporation organized and existing under the laws of the State of Arizona, "ELOX INC ", "GEORGE L. DETTERBECK COMPANY", "LIBERTY INDUSTRIAL PARK CORPORATION", "MICKEY THOMPSON ENTERPRISES, INC.", "QUINCY INC", "PRATT & WHITNEY INC ", "MACHINERY TRADING INC " and "POTTER & JOHNSTON COMPANY", corporations organized and existing under the laws of the State of Delaware, merging with and into the "FAIRBANKS MORSE INC", a corporation organized and existing under the laws of the State of Delaware, under the name of "COLT INDUSTRIES OPERATING CORP.", as received and filed in this office the twenty-ninth day of September, A.D. 1971, at 10 o'clock A.M.

And I do hereby further certify that the aforesaid Corporation shall be governed by the laws of the State of Delaware.

*In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this twenty-ninth day
of September in the year of our Lord
one thousand nine hundred and seventy-one.*



Eugene Bunting

Secretary of State

R. H. Caldwell

Asst Secretary of State